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April 1, 2002

APPLICATION

Honorable Felix J. Boudreaux
Commissioner of Conservation
P.O., Box 94275
Baton Rouge, LA 70804-9275

RE: 10,700' Zone, Reservoir C
Q Zone, Reservoir A
West Black Bay Field
Plaquemines Parish, Louisiana

Dear Commissioner Boudreaux:

Application is hereby made on behalf of **CLAYTON WILLIAMS, INC.** for the calling of a public hearing, after legal notice, to consider evidence relative to the issuance of Orders pertaining to the following matters in the 10,700' Zone, Reservoir C, and Q Zone, Reservoir A, both in the West Black Bay Field, Plaquemines Parish, Louisiana, to-wit:

A. AS TO THE 10,700' ZONE, RESERVOIR C:

1. To establish rules and regulations and create a single drilling and production unit for the exploration for and production of gas and condensate, such unit to be designated the 10,700' RC SUA;
2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the proposed unit, with each tract sharing in unit production on a surface acreage basis of participation;

OF COUNSEL
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††REGISTERED PATENT ATTORNEY

*ALSO ADMITTED IN TEXAS
**ALSO ADMITTED IN MISSISSIPPI
***ALSO ADMITTED IN OKLAHOMA

3. To designate a unit well for the proposed unit;
4. To designate Clayton Williams, Inc. as the unit operator for the proposed unit;
5. To provide that the Commissioner of Conservation should be authorized to reclassify the 10,700' Zone, Reservoir C by supplemental order without the necessity of a public hearing if the producing characteristics of the reservoir change and evidence to justify such reclassification is submitted to and accepted by the Commissioner of Conservation; and
6. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

B. AS TO THE Q ZONE, RESERVOIR A:

1. To establish rules and regulations and create a single drilling and production unit for the exploration for and production of oil and gas, such unit to be designated the Q RA SUA;
2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the proposed unit, with each tract sharing in unit production on a surface acreage basis of participation;
3. To designate a unit well for the proposed unit;
4. To designate Clayton Williams, Inc. as the unit operator for the proposed unit;
5. To provide that the Commissioner of Conservation should be authorized to reclassify the Q Zone, Reservoir A, by supplemental order without the necessity of a public hearing if the producing characteristics of the reservoir change and evidence to justify such reclassification is submitted to and accepted by the Commissioner of Conservation;
6. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The 10,700' Zone, Reservoir C in the West Black Bay Field, Plaquemines Parish, Louisiana, is hereby defined as that certain gas and condensate bearing interval

encountered between the depths of 8,715 feet and 10,082 feet, electric log measurements, in the Chevron - S.L. 8190 No. 1 Well, located in Township 17 South, Range 16 East, Plaquemines Parish, Louisiana.

The Q Zone, Reservoir A in the West Black Bay Field, Plaquemines Parish, Louisiana, is hereby defined as that certain oil and gas bearing interval encountered between the depths of 7,720 feet and 8,715 feet, electric log measurements, in the Chevron - S.L. 8190 No. 1 Well, located in Township 17 South, Range 16 East, Plaquemines Parish, Louisiana.

A conference to discuss the proposed application and any opposition thereto was held at 10:30 a.m. on the 27th day of March, 2002, at The Onebane Firm, 102 Versailles Blvd., Suite 600, Lafayette, Louisiana 70502, (337) 237-2660. A list of the parties who attended the pre-application conference is attached. Randall C. Songy, attorney for the applicant, opened the conference with a brief discussion of the Rules of Procedures. W. H. Robbins, geological consultant for the applicant, explained the applicant's proposal and the geological, engineering and other bases therefor, and answered questions. There were no counter plans presented. The conference was then adjourned.

Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting W. H. Robbins, W. H. Robbins & Associates, Inc., 140 Rue Beauregard, Suite 100, Lafayette, LA 70508 (337-232-5004).

There is attached hereto and made a part hereof plats outlining the proposed units and a list of the names and addresses of the interested parties to whom this unitization proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation and to the District manager of the Lafayette District of the Office of Conservation. However, the list of parties will be provided to any party requesting a copy of it. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, enclosed herein is our check in the amount of \$1,400.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,

Randall C. Songy (bad)
RANDALL C. SONGY

RCS/dde/bad
Enclosures

cc: Mr. Richard Hudson, District Manager
Office of Conservation

Honorable Felix J. Boudreaux
April 1, 2002
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cc: All Interested Owners, Interested Parties
and Represented Parties

P.S. To all Interested Owners, Represented Parties and Interested Parties:

You may have received this Application even though your property is not included in the proposed unit, because the Revised Rules of Procedure require us to attempt to also notify everyone owning an interest in the area "proximate to" the proposed units. In some cases, the area proximate to proposed units can extend as far as one-half mile outside the unit boundary.

Your receipt of this Application does not require you to take any action. It is meant to notify you of these proceedings so that you have the opportunity to participate if you so desire.

T17S-R16E

Golding Prod.
SI 8320

BLACK BAY

Ada B. Miltstead, et al
Elizabeth B. Shaw, et al
Robert S. Langlois, et al

8606

Anna B. Morrison, et al

3

Q RA SUA
(UNDRILLED)
± 325 Ac.

4
Carma Holdings,
LLC, et al
Francis E.
Leleune, Jr., et al

La Prop. Inc., et al

California Co
St Lse 2127

State Lease 17341

California
St Lse 2128

1
10500

California
State Lease 2128

Laurel Operating Co.
SI 2127

California
La. SI 2127

California
Calco Shell SI 2127

California

California
Calco Shell SI 2127

9
California
Calco Shell SI 3354

1
10650

Laurel Operating
SI 2127

35

9317

California
11000

California
State Lease 2127

2
10200

10

9300

8307

51

30

11461

56D

9250

15

8756

5

9712

8

40

10000

9100' RA

ORDER 437-E

NOTE: ALL BOUNDARIES ARE GEOGRAPHIC

CLAYTON WILLIAMS ENERGY, INC.

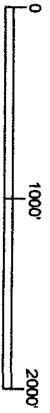
WEST BLACK BAY FIELD
PLAQUEMINES PARISH, LOUISIANA

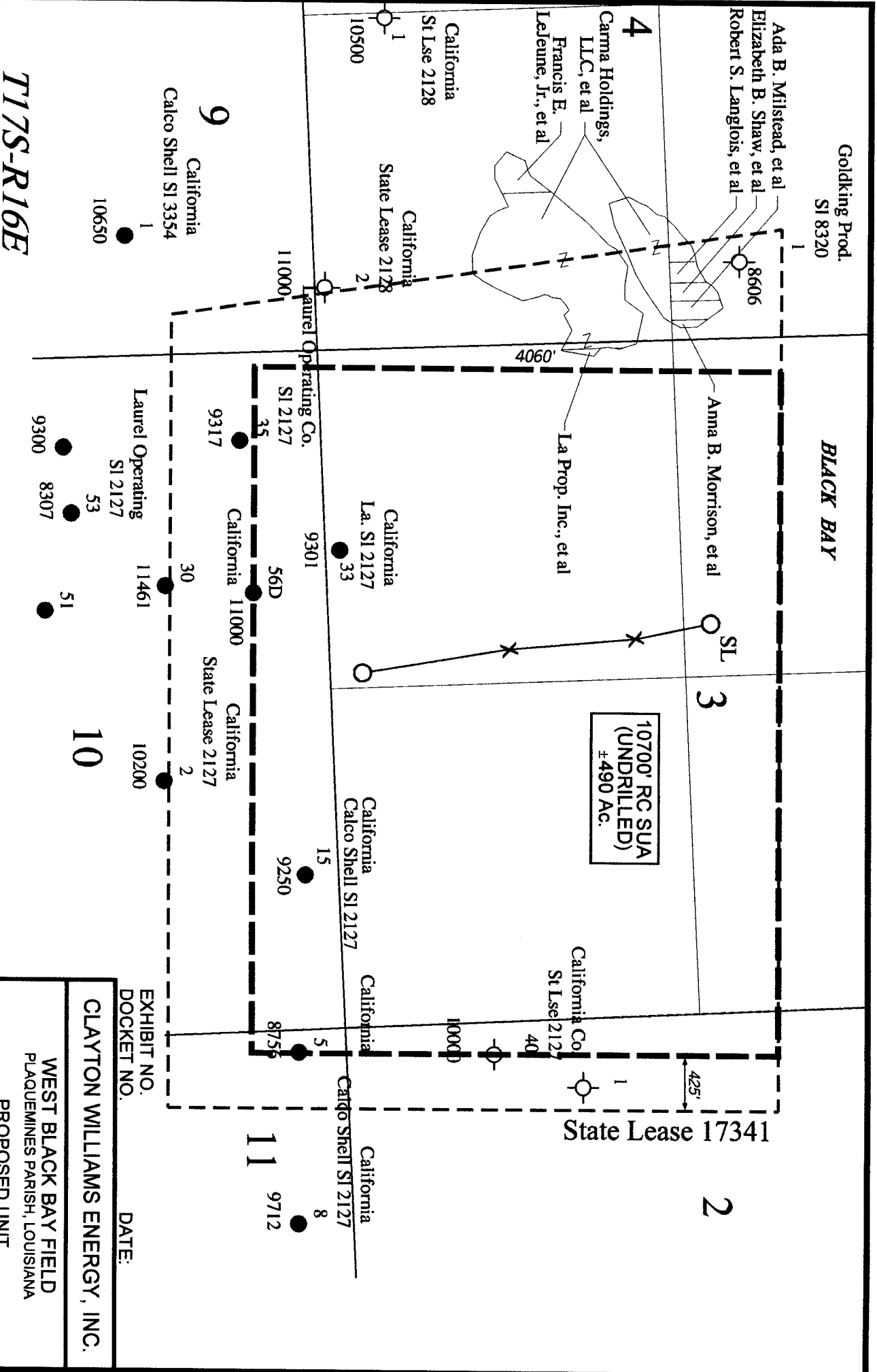
PROPOSED UNIT
Q ZONE

EXHIBIT NO.
DOCKET NO.

DATE:

GRAPHICS BY: GEOLAND GRAPHICS, LLC LAFAVETTE, LA (337) 233-1887
W. H. ROBBINS & ASSOCIATES
CONSULTING GEOLOGISTS
Lafayette, Louisiana (337) 232-5004





NOTE: ALL BOUNDARIES ARE GEOGRAPHIC

<p>CLAYTON WILLIAMS ENERGY, INC.</p>	
<p>WEST BLACK BAY FIELD PLAQUEMINES PARISH, LOUISIANA PROPOSED UNIT 10700' ZONE</p>	<p>EXHIBIT NO. DOCKET NO.</p>
<p>DATE:</p>	<p>DATE:</p>
<p>GRAPHICS BY: GEOLAND GRAPHICS, LLC LA FAYETTE, LA (337) 233-1867</p>	
<p>W. H. ROBBINS & ASSOCIATES CONSULTING GEOLOGISTS Lafayette, Louisiana (337) 232-5004</p>	